

Press release  
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# Resolutions by the Annual General Meeting of Rejlers on 7 May 2018

**At the Annual General Meeting of Rejlers AB, the following resolutions were passed:**

## **Adoption of balance sheet and income statement, appropriation of net income and discharge from liability**

The Annual General Meeting adopted the Company's balance sheet and income statement and consolidated income statement and consolidated balance sheet. The Annual General Meeting resolved that, of the funds at the disposal of the Annual General Meeting in an amount of SEK 347,881,262, a total of SEK 9,043,955 shall be paid to the shareholders in dividends, of which a total of SEK 874,625 shall be paid to holders of Class A shares and SEK 8,169,330 shall be paid to holders of Class B shares, and that the remaining SEK 338,837,308 shall be carried forward. Accordingly, a dividend of SEK 0.50 per share, regardless of class, is approved. The record date for receipt of the dividend will be 9 May. With this record date, it is calculated that the dividend will be paid through Euroclear Sweden AB on 15 May. The Annual General Meeting also resolved to discharge the Board of Directors and the Chief Executive Officer from liability for the 2017 financial year.

## **Election of Board of Directors**

The Annual General Meeting resolved that the Board of Directors is to consist of five ordinary members with no deputies.

The Annual General Meeting re-elected Board members Jan Samuelsson, Annika Steiber and Peter Rejler. Thord Wilkne, Ivar Verner and Helena Nordman-Knutson have declined re-election. The Annual General Meeting also resolved to elect Peter Rejler as Chairman of the Board and Jan Samuelsson as Vice Chairman. Helena Levander and Patrik Boman were elected as new Board members.

## **Fees for the Board of Directors and Auditors**

Remuneration of SEK 1,390,000 was approved for the Board of Directors for the impending mandate period. The remuneration is distributed so that the Chairman of the Board shall receive SEK 400,000, the Vice Chairman SEK 300,000 and other meeting-elected members who are not employees of the Company shall receive SEK 230,000 each.

*This information is such that Rejlers AB (publ) is obliged by the EU market abuse directive to publish. The information was submitted through the care of the contact person above for publication on 8 May 2018 at 16:00 CET.*



*Rejlers is one of the largest engineering consultancy firms in the Nordic region. Our 2.000 experts work with projects in the areas of Energy, Buildings, Industry, Infrastructure and Telecom. At Rejlers, you will meet specialist engineers with the knowledge, cutting edge expertise and energy to achieve results. We can be found in 75 locations in Sweden, Finland and Norway. Rejlers recorded revenue of SEK 2.5 billion in 2017 and its class B share is listed on Nasdaq Stockholm.*

It was resolved that a maximum of SEK 220.000 should be allocated for committee work and be distributed as follows:

For members of the Board's Audit Committee, remuneration for the mandate period shall be payable in an amount of SEK 100.000 to the Audit Committee chairman and SEK 60.000 to each of the other Board members on the Audit Committee.

It was also resolved that the Project and Investment Committee is to be abolished and that remuneration of the Company's auditor shall be paid in accordance with the approved invoice.

#### **Resolution on the principles for appointment of the Nomination Committee**

The Annual General Meeting adopted principles for the appointment of the Nomination Committee in accordance with the Nomination Committee's proposals.

#### **Resolution on guidelines for remuneration of senior executives**

The Annual General Meeting adopted guidelines for the remuneration of senior executives in accordance with the Board of Directors' proposals.

#### **Authorisation for the Board of Directors to decide on acquisition and transfer of own shares.**

The Annual General Meeting resolved to authorise the Board of Directors to decide on the acquisition of own Class B shares subject to the following conditions: Acquisition may take place on Nasdaq Stockholm or in accordance with an acquisition offer to all shareholders. Acquisitions may take place of a maximum number of Class B shares such that the own holdings do not at any time exceed 10 per cent of all shares in the Company. Acquisitions of Class B shares on Nasdaq Stockholm may only take place at a price within the price interval registered at all times on Nasdaq Stockholm, which refers to the interval between the listed highest buy price and lowest sell price. Acquisitions in accordance with an acquisition offer shall take place at a price corresponding to the market price at the time of the offering at the lowest with a maximum deviation of a 20 per cent increase. This authorisation may be used on one or more occasions, although until the 2019 AGM at the longest.

The Annual General Meeting furthermore resolved to authorise the Board of Directors to decide on the transfer of own Class B shares subject to the following conditions: Transfer of Class B shares may only take place outside Nasdaq Stockholm, with or without preferential rights for the shareholders and with or without provisions in kind or a right of offset. Such transfer may take place at a price in money or value on received property that matches the market price at the time of the transfer on the shares transferred with the deviation that the Board finds suitable. The number of Class B shares that may be transferred shall amount to a maximum of 10 per cent of the total number of shares in the Company. Transfer in connection with business acquisition may take place at a market value assessed by the Board of Directors. This authorisation may be used on one or more occasions, although until the 2019 AGM at the longest.

The purpose of the above authorisation regarding acquisition and transfer of the Company's own Class B shares is to enable financing of acquisition of operations by paying with the Company's own shares and to be able to adapt the Company's capital structure on an ongoing basis and thereby to contribute to increased shareholder value.

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#### **Authorisation for the Board of Directors to decide on new share issues**

The Annual General Meeting resolved to authorise the Board of Directors until the next Annual General Meeting to decide to issue a maximum of 600.000 Class B shares, on one or more occasions and with or without deviation from the shareholder's preferential rights. If fully exercised, the authorisation corresponds to a dilution of approximately 3.2 percent of the capital and approximately 1.7 percent of the votes.

Additional information is available on the company's website, [www.rejlers.com/se](http://www.rejlers.com/se).

#### **For more information, please contact:**

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